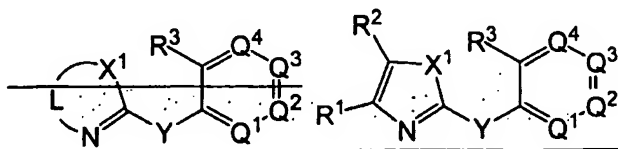


Pending Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

Claim 1. (currently amended) A compound having the structure:



or any pharmaceutically-acceptable salt thereof, wherein:

~~L is C(R<sup>1</sup>)=C(R<sup>2</sup>) or C(R<sup>2</sup>)=C(R<sup>1</sup>);~~

Q<sup>1</sup> is C(R<sup>5</sup>);

Q<sup>2</sup> is C(R<sup>6</sup>);

Q<sup>3</sup> is C(R<sup>7</sup>);

Q<sup>4</sup> is C(R<sup>6</sup>);

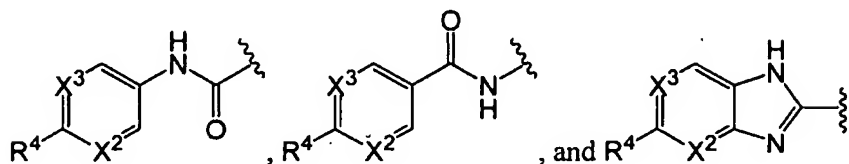
X<sup>1</sup> is NH, S, S=O, S(=O)<sub>2</sub> or O;

X<sup>2</sup> is C(R<sup>8</sup>);

X<sup>3</sup> is C(R<sup>9</sup>);

Y is NH, C(R<sup>10</sup>)(R<sup>11</sup>), or C(=O);

R<sup>1</sup> is selected from



R<sup>2</sup> is H, C<sub>1-2</sub>alkyl, -CF<sub>3</sub>, -NH<sub>2</sub>, -OH, -OCH<sub>3</sub>, F, Cl or Br;

R<sup>3</sup> is halo, C<sub>1-6</sub>alkyl, C<sub>1-4</sub>haloalkyl, -N(H)C<sub>1-4</sub>alkyl, -N(C<sub>1-4</sub>alkyl)C<sub>1-4</sub>alkyl or -OC<sub>1-4</sub>alkyl;

R<sup>4</sup> is Br, I, C<sub>2-6</sub>alkyl, C<sub>1-4</sub>haloalkyl, -C(=O)R<sup>b</sup>, -OR<sup>b</sup>, -(C<sub>1-4</sub>haloalkyl)OH, -N(C<sub>1-2</sub>alkyl)C<sub>1-2</sub>alkyl or -CN; wherein if Y is CH<sub>2</sub> and R<sup>3</sup> and R<sup>5</sup> are both Cl, then R<sup>4</sup> is other than isopropyl;

R<sup>5</sup> is, independently in each instance, H, halo, C<sub>1-6</sub>alkyl, C<sub>1-4</sub>haloalkyl, -N(H)C<sub>1-4</sub>alkyl, -N(C<sub>1-4</sub>alkyl)C<sub>1-4</sub>alkyl or -OC<sub>1-4</sub>alkyl;

$R^6$  is, independently in each instance, H, F,  $C_{1-6}$ alkyl,  $C_{1-4}$ haloalkyl,  $-N(R^a)R^a$ ,  $-OR^a$ ,  $-S(=O)_2N(R^a)R^a$ ,  $-C(=O)N(R^a)R^a$ ; or  $-N(R^a)C(=O)R^b$ ;

$R^7$  is H, F,  $C_{1-6}$ alkyl,  $C_{1-4}$ haloalkyl,  $-N(R^a)R^a$ ,  $-OR^a$ ,  $-S(=O)_2N(R^a)R^a$ ,  $-C(=O)N(R^a)R^a$ , or  $-N(R^a)C(=O)R^b$ ;

$R^8$  is H, halo,  $C_{1-6}$ alkyl,  $C_{1-4}$ haloalkyl,  $-N(H)C_{1-4}$ alkyl,  $-N(C_{1-4}$ alkyl) $C_{1-4}$ alkyl or  $-OC_{1-4}$ alkyl;

$R^9$  is H, halo,  $C_{1-6}$ alkyl,  $C_{1-4}$ haloalkyl,  $-N(H)C_{1-4}$ alkyl,  $-N(C_{1-4}$ alkyl) $C_{1-4}$ alkyl or  $-OC_{1-4}$ alkyl;

$R^{10}$  is H, F,  $C_{1-6}$ alkyl,  $C_{1-4}$ haloalkyl,  $-N(R^a)R^a$ , or  $-OR^a$ ;

$R^{11}$  is H, F,  $C_{1-6}$ alkyl,  $C_{1-4}$ haloalkyl,  $-N(R^a)R^a$ , or  $-OR^a$ ;

$R^a$  is, independently at each instance, H or  $C_{1-6}$ alkyl; and

$R^b$  is, independently at each instance,  $C_{1-6}$ alkyl.

Claims 2-5 (cancelled)

<sup>12</sup>  
Claim ~~6~~. (previously submitted) A pharmaceutical composition comprising a compound according to Claim 1 and a pharmaceutically-acceptable diluent or carrier.

Claim 7. (cancelled)

<sup>2</sup>  
Claim ~~8~~. (previously submitted) A compound according to Claim 1, wherein  $X^1$  is NH.

<sup>3</sup>  
Claim ~~9~~. (previously submitted) A compound according to Claim 1, wherein  $X^1$  is S.

<sup>4</sup>  
Claim ~~10~~. (previously submitted) A compound according to Claim 1, wherein  $X^1$  is O.

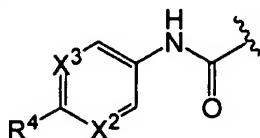
Claim 11-13. (cancelled)

<sup>5</sup>  
Claim ~~14~~. (previously submitted) A compound according to Claim 1, wherein Y is NH.

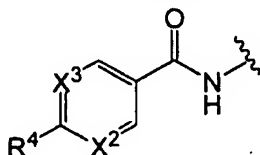
<sup>6</sup>  
Claim ~~15~~. (previously submitted) A compound according to Claim 1, wherein Y is  $C(R^{10})(R^{11})$ .

<sup>7</sup>  
Claim ~~16~~. (previously submitted) A compound according to Claim 1, wherein Y is  $CH_2$ .

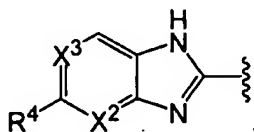
8  
Claim 17. (previously submitted) A compound according to Claim 1, wherein R<sup>1</sup> is:



4  
Claim 18. (previously submitted) A compound according to Claim 1, wherein R<sup>1</sup> is



10  
Claim 19. (previously submitted) A compound according to Claim 1, wherein R<sup>1</sup> is



11  
Claim 20. (previously submitted) A compound according to Claim 1, wherein R<sup>4</sup> is Br, I, t-butyl, isobutyl, n-butyl, sec-butyl, ethyl, n-propyl or C<sub>1-4</sub>haloalkyl.